

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"OXBOW POWER OF BEOWAWE, INC.", A DELAWARE CORPORATION, WITH AND INTO "BEOWAWE POWER, LLC" UNDER THE NAME OF "BEOWAWE POWER, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JUNE, A.D. 2000, AT 7 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

* This Document is being re-recorded to attach the certificate of merger which was originally omitted.*



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0501073

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EUREKA COUNTY NEVADA
M.N. REBALEATI, RECORDER
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CERTIFICATE OF MERGER

OF

OXBOW POWER OF BEOWAWE, INC,
A Delaware Corporation,

WITH AND INTO

BEOWAWE POWER, LLC,
A Delaware Limited Liability Company

Dated: June 15, 2000

Pursuant to Section 264 of the Delaware General Corporation Law and pursuant to Section 18-209 of the Delaware Limited Liability Company Act, the undersigned officer of Caithness Steam Company, Inc., acting in its representative capacity as the Manager of Beowawe Power, LLC, a Delaware limited liability company, DOES HEREBY CERTIFY THAT:

FIRST: The name and state of domicile of each of the constituent entities which are to merge are as follows:

<u>Name</u>	<u>Domicile</u>
Beowawe Power, LLC	Delaware
Oxbow Power of Beowawe, Inc.	Delaware

SECOND: An Agreement and Plan of Merger has been duly approved, adopted, certified, executed and acknowledged by Beowawe Power, LLC, a Delaware limited liability company, and Oxbow Power of Beowawe, Inc., a Delaware corporation, in accordance with Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: Beowawe Power, LLC shall be the name of the surviving limited liability company. The certificate of formation of Beowawe Power, LLC shall be the certificate of formation of the surviving entity.

FOURTH: The merger of Oxbow Power of Beowawe, Inc., a Delaware corporation, with and into Beowawe Power, LLC, a Delaware limited liability company, shall be effective as of the date of the filing of this Certificate of Merger with the Delaware Secretary of State.

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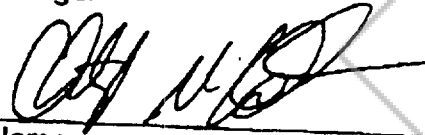
FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is c/o Caithness Corporation, 1114 Avenue of the Americas, 41st Floor, New York, New York 10036.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder of Oxbow Power of Beowawe, Inc. or any member of Beowawe Power, LLC.

IN WITNESS WHEREOF, the undersigned Manager of Beowawe Power, LLC, the surviving business entity, has caused this Certificate of Merger to be duly executed this 16th day of June, 2000.

BEOWAWE POWER, LLC,
a Delaware limited liability company

By: **Caithness Steam Company, Inc.,**
A Delaware corporation,
Its Manager

By: 
Name: _____
Title: **Christopher McCallion**
Executive Vice President and
Chief Financial Officer

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